

BC FORM 53-901F

**MATERIAL CHANGE REPORT UNDER SECTION 85(1)
OF THE SECURITIES ACT (BRITISH COLUMBIA)**

Item 1. Reporting Issuer:

Chalk Media Corp.
280 – 4400 Dominion Street
Burnaby, BC
V5G 4G3

Item 2. Date of Material Change:

November 27, 2003

Item 3. Press Release:

On November 27, 2003, the Company issued a press release using Canada News Wire Limited for dissemination nationally in Canada to the financial press and to daily newspapers.

Item 4. Summary of Material Change:

The Issuer granted options (the “Options”) to purchase 2,475,000 shares pursuant to its shareholder approved Stock Option Plan. The grant is subject to the approval of the TSX Venture Exchange (“TSX-V”).

Item 5. Full Description of Material Change:

Terms of Options

The Options have an exercise price of \$0.25 per option and are exercisable for five years from the date of grant. Pursuant to the TSX-V policies, the underlying shares are subject to a four month hold from the date of grant. The Options are subject to the terms of the Issuer’s Stock Option Plan and the Options shall vest and become exercisable in accordance with the following schedule:

25% on the date of grant
25% on March 27, 2004
25% on November 27, 2004
25% on March 27, 2005

Purpose and Effect on Issuer

The purpose of the Stock Option Plan is to attract, retain and motivate management, staff and consultants by providing them with the opportunity, through share options, to acquire a proprietary interest in the Company and to benefit from its growth.

If all of the Options are exercised, the Issuer will receive proceeds of \$618,750. The Options represent approximately 10% of the Issuers issued and outstanding shares on the grant date.

Options Granted to Insiders

525,000 of the 2,475,000 options were granted to directors. A further 575,000 of the 2,475,000 Options were granted to senior officers of the Issuer that are not directors.

Effect of Grant on Insiders

The following table shows the percentage of issued and outstanding shares held before and after the grant of Options by the insiders receiving options.

| Insider | % of Issued and Outstanding Shares held before grant of options (1) | % of Issued and Outstanding after grant, assuming 100% of each Insider's options are exercised |
|----------------------|--|--|
| Michael Agerbo | 4.5% | 5% |
| Kim Campbell | 0.45% | 0.78% |
| David Chalk | 4.5% | 5% |
| Marcel de Groot | Nil | 0.1% |
| Tracey Greason | Nil | 2.2% |
| Grant Sutherland (2) | 39.6% | 40.4% |
| Kris Sutherland | 4.5% | 5% |
| Stewart Walchli | 4.5% | 5% |

(1) This includes shares in escrow.

(2) This includes 4,250,000 special warrants held by Grant Sutherland.

Approval Process

The disinterested directors of the Issuer approved the grant of the Options.

Item 6. Reliance of Section 85(2) of the Act:

N/A

Item 7. Omitted Information:

N/A

Item 8. Senior Officers:

Kris Sutherland
Secretary
Chalk Media Corp.
280 – 4400 Dominion Street
Burnaby, BC
V5G 4G3

604-684-9399

Item 9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 10th day of December, 2003.

“Stewart Walchli”
Stewart Walchli, President